

51-102F3 Material Change Report [F]

Published December 29, 2006

Effective December 29, 2006

Item 1 Name and Address of Company

Golden Pacific Capital Corp.
Suite 302, 212 Forbes Avenue
North Vancouver, BC V7M 3E5

Item 2 Date of Material Change

January 9, 2009

Item 3 News Release

The news release dated January 9, 2009 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

Item 4 Summary of Material Change

Please refer to attached news release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Mary P. Davies, CEO

Item 9 Date of Report

January 9, 2009

For Immediate Release

GOLDEN PACIFIC CAPITAL CORPORATION

Suite 302 – 212 Forbes Avenue
North Vancouver, British Columbia V7M 3E5

January 9, 2009

TSXV: GPC.P

QUALIFYING TRANSACTION CLOSING DEADLINE EXTENDED

Vancouver, British Columbia – Golden Pacific Capital Corporation (TSXV: GPC.P) (the “Company”) announces that it has received an extension to the deadline to complete its Qualifying Transaction to 30 June 2009.

GOLDEN PACIFIC CAPITAL CORPORATION

ON BEHALF OF THE BOARD

“MARY P. DAVIES”

Mary P. Davies
Chief Executive Officer and Director

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

(Not for dissemination in the United States of America)